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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED DEBTORS,  
UNITED PLASTICS GROUP, INC., UPG DE MEXICO, S. DE R.L. DE C.V.,  
AND LONGACRE MASTER FUND, LTD. (I) COMPROMISING AND  
ALLOWING PROOF OF CLAIM NUMBER 11200 AND SCHEDULED  
LIABILITY NUMBER 10402179 (II) DISALLOWING AND  
EXPUNGING PROOFS OF CLAIM NUMBERS 13546 AND 13572 AND SCHEDULED  
LIABILITY NUMBER 10395044, AND (III) RESOLVING CURE OBJECTION

(UNITED PLASTICS GROUP, INC., UPG DE MEXICO, S. DE R.L. DE C.V.,  
AND LONGACRE MASTER FUND, LTD.)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and United Plastics Group, Inc. ("UPG"), UPG de Mexico, S. de R.L. de C.V. ("UPG-Mexico"), Longacre Master Fund, Ltd. ("Longacre" and together with UPG and UPG-Mexico, the "Claimants") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors, United Plastics Group, Inc., UPG de Mexico, S. de R.L. de C.V., And Longacre Master Fund, Ltd. (I) Compromising And Allowing Proofs Of Claim Numbers 11200 And Scheduled Liability Number 10402179, (II) Disallowing And Expunging Proofs Of Claim Numbers 13546 And 13572 And Scheduled Liability Number 10395044, And (III) Resolving Cure Objection (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC") and Delphi Connection Systems ("DCS"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on the Debtors' Schedules Of Assets And Liabilities filed with this Court on April 18, 2006, the Debtors listed scheduled liability number 10402179 against DAS LLC in the amount of \$136,482.92 as being owed to the United Plastic Group De Mexico.

WHEREAS, on the Debtors' Schedules Of Assets And Liabilities filed with this Court on April 18, 2006, the Debtors listed scheduled liability number 10395044 against DCS in the amount of \$3,178.92 as being owed to the United Plastics Group.

WHEREAS, on July 25, 2006, UPG filed proof of claim number 13572 against DAS LLC, asserting a secured claim in the amount of \$46,538.80 ("Claim 13572") stemming from the sale of goods.

WHEREAS, on July 26, 2006, UPG filed proof of claim number 11200 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$358,909.35 ("Claim 11200") stemming from the sale of goods.

WHEREAS, on July 31, 2006, UPG-Mexico filed proof of claim number 13546 against DAS LLC, asserting a secured claim in the amount of \$42,827.19 ("Claim 13546") stemming from the sale of goods.

WHEREAS, on August 16, 2006, Longacre filed a Notice Of Transfer Of Claim Pursuant To FRBP Rule 3001(e)(2) (Docket No. 4929) stating that Claim 11200 had been transferred from UPG to Longacre.

WHEREAS, on June 15, 2007, the Debtors objected to Claim 11200 pursuant to the Debtors' Seventeenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Insurance Claim Not Reflected On Debtors' Books And Records, (D) Untimely Claims And Untimely Tax Claims, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 8270) (the "Seventeenth Omnibus Claims Objection").

WHEREAS, on July 12, 2007, UPG and Longacre filed their Joint Response Of United Plastics Group As Claimant, And Longacre Master Fund, Ltd., As Assignee, To Debtors' Seventeenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On

Debtors' Books And Records, (C) Insurance Claim Not Reflected On Debtors' Books And Records, (D) Untimely Claims And Untimely Tax Claims, And (E) Claims Subject To Modification, Tax Claims Subject to Modification, And Modified Claims Asserting Reclamation (Docket No. 8585) (the "First Response").

WHEREAS, on August 24, 2007, the Debtors objected to Claim 13572 pursuant to the Debtors' Twentieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims, (B) Insufficiently Documented Claims, (C) Claims Not Reflected On Debtors' Books And Records, (D) Untimely Claim, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Consensually Modified And Reduced Tort Claims, And Lift Stay Procedures Claims Subject To Modification (Docket No. 9151) (the "Twentieth Omnibus Claims Objection").

WHEREAS, on September 20, 2007, UPG filed its Response Of United Plastics Group, As Claimant To Debtors' Twentieth Omnibus Objection Pursuant To 11 U.S.C. § 502(d) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims, (B) Insufficiently Documented Claims, (C) Claims Not Reflected On Debtors' Books And Records, (D) Untimely Claims, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Consensually Modified And Reduced Tort Claims, And Lift Stay Procedures Claims Subject To Modification (Docket No. 9459) (the "Second Response").

WHEREAS, on December 21, 2007, the Debtors objected to Claim 13546 pursuant to the Debtors' Twenty-Fourth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To (A) Duplicate Or Amended Claims, (B) Claims Not Reflected On

Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification, Modified Claims Asserting Reclamation, And Claim Subject To Modification That Is Subject To Prior Order (Docket No. 11588) (the "Twenty-Fourth Omnibus Claims Objection").

WHEREAS, on January 18, 2008, UPG-Mexico filed its Response Of United Plastics Group (UPG) De Mexico, S. De R.L. De C.V., As Claimant, To Debtors' Twenty-Fourth Omnibus Objection Pursuant To 11 U.S.C. § 502(d) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification, Modified Claims Asserting Reclamation, And Claim Subject To Modification That Is Subject To Prior Order (Docket No. 12271) (the "Third Response").

WHEREAS, on February 14, 2008, the Claimants filed the Precautionary Objection (Second) Of United Plastics Group (UPG) De Mexico, S. De R.L. De C.V., As Claimant, To Debtors' Notice Of Cure Amount With Respect To Executory Contract To Be Assumed Or Assumed And Assigned Under Plan Of Reorganization (Docket No. 12671) (the "Cure Objection").

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi, DAS LLC, and DCS emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, and DPH Connection Systems, LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, on December 21, 2009, the Reorganized Debtors objected to Claim 13546 pursuant to the Reorganized Debtors' Fortieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain (A) Books And Records Claims, (B) Fully Satisfied Claims, And (C) Objected-To Claims To Be Disallowed, (II) Modify And Allow Certain (A) Partially Satisfied Claims, (B) Claims To Be Further Modified, (C) Objected-To Claims To Be Modified and Allowed, And (III) Allow Certain Claims (Docket No. 19222) (the "Fortieth Omnibus Claims Objection").

WHEREAS, on January 19, 2010, UPG-Mexico filed its Precautionary Response Of UPG De MEXICO S De RL De CV To Debtors' Fortieth Omnibus Claim Objection (Docket No. 19327) (the "Fourth Response" and together with the First Response, the Second Response, and the Third Response, the "Responses").

WHEREAS, to resolve the Seventeenth Omnibus Claims Objection with respect to Claim 11200, the Twentieth Omnibus Claims Objection with respect to Claim 13572, the Twenty-Fourth Omnibus Claims Objection with respect to Claim 13546, the Fortieth Omnibus Claims Objection with respect to Claim 13546, and the Cure Objection, the Reorganized Debtors and the Claimants entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimants agreed that (i) Claim 11200 should be allowed as a general unsecured non-priority claim in the amount of \$325,377.43 against DPH-DAS LLC, (ii) Claim 13546 should be disallowed and expunged in its entirety, (iii) Claim 13572 should be disallowed and expunged in

its entirety, (iv) scheduled liability number 10402179 should be modified and allowed as an unsecured nonpriority liability in the amount of \$93,655.73 against DPH-DAS LLC, and (v) scheduled liability number 10395044 should be disallowed and expunged in its entirety.

NOW, THEREFORE, the Reorganized Debtors and the Claimants stipulate and agree as follows:

1. Claim 11200 shall be allowed in the amount of \$325,377.43 and shall be treated as an allowed general unsecured non-priority claim against DPH-DAS LLC in accordance with the terms of the Modified Plan.
2. Claim 13546 is hereby disallowed and expunged in its entirety.
3. Claim 13572 is hereby disallowed and expunged in its entirety.
4. Scheduled liability number 10402179 shall be modified and allowed as an unsecured nonpriority liability in the amount of \$93,655.73 against DPH-DAS LLC in accordance with the terms of the Modified Plan.
5. Scheduled liability number 10395044 is hereby disallowed and expunged in its entirety.
6. The Responses are hereby deemed withdrawn with prejudice.
7. The Cure Objection is hereby deemed withdrawn with prejudice.
8. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 7th day of July, 2010

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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